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Proposed Counsel to Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11, Subchapter V
	:	
GETSWIFT, INC., <i>et al.</i> ¹	:	Case No. 22-11057 (MEW)
	:	Main Case
Debtors.	:	Jointly Administered

NOTICE OF QUALIFIED BID AND QUALIFIED BIDDER

PLEASE TAKE NOTICE that on August 12, 2022, the Court entered its *Order (A) Approving Bid Procedures Relating to the Sale of Substantially All of the Assets of GetSwift, Inc., (B) Establishing Procedures in Connection with the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures, (D) Approving Stalking Horse Bid Protections, and (E) Granting Related Relief* (Docket No. 34) (the “Bid Procedures Order”).

PLEASE TAKE FURTHER NOTICE that paragraph 6 of the Bid Procedures approved in the Bid Procedures Order established a deadline of 5:00 p.m. (prevailing Eastern Time) on September

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: GetSwift, Inc. (4235) and GetSwift Technologies Limited (4875).

19, 2022² for the Debtors to (i) determine, in their business judgment, whether a Potential Bidder is a Qualified Bidder, (ii) notify each such Potential Bidder that its Written Offer is a Qualified Bid and that such Potential Bidder is a Qualified Bidder, and (iii) provide a copy of the Opening Qualified Bid³ to each Qualified Bidder.

PLEASE TAKE FURTHER NOTICE that paragraph 25 of the Bid Procedures Order provides that:

Except as otherwise provided in this Bid Procedures Order, the Debtors in their business judgment, further reserve the right as they may reasonably determine to be in the best interests of their estates, subject to the terms and conditions under the Bid Procedures, to: (a) determine which Potential Bidders are Qualified Bidders; (b) determine which Written Offers are Qualified Bids; (c) determine which Qualified Bid is the highest or otherwise best proposal – the Successful Bid – and which is the next highest or otherwise best proposal – the Backup Bid; (d) reject any bid that is (i) inadequate or insufficient, (ii) not in conformity with the requirements of the Bid Procedures or the requirements of the Bankruptcy Code, or (iii) contrary to the best interests of the Debtors and their estates; (e) waive terms and conditions set forth herein with respect to all Qualified Bidders to the extent permissible under the Bid Procedures; (f) impose additional terms and conditions with respect to all Qualified Bidders other than the Stalking Horse Bidder; (g) extend the deadlines set forth herein; (h) adjourn or cancel the Auction and/or Sale Hearing, provided that the Debtors shall use reasonable efforts to provide notice of adjournment or cancellation to all Qualified Bidders 24 hours before the commencement of the Auction; and (i) modify the Bid Procedures or withdraw the request to sell the Assets to the Successful Bidder or Backup Bidder, as applicable, at any time with or without prejudice.

Bid Procedures Order, ¶ 25.

PLEASE TAKE FURTHER NOTICE that the Debtors received a second bid (the “REV Bid”) – in addition to the Stalking Horse Bid – from Retail Ecommerce Ventures LLC (“REV”), and

² The September 19, 2022 deadline contained in paragraph 6 of the Bid Procedures was extended by the Debtors to September 23, 2022. *See* Docket No. 71.

³ “Prior to the Auction, the Debtors shall identify the highest and best of the Qualified Bids received (the “Opening Qualified Bid”).” Bid Procedures, ¶ 9.

determined, in their business judgment, that the REV Bid is a Qualified Bid, and that REV is a Qualified Bidder, under the Bid Procedures.

PLEASE TAKE FURTHER NOTICE that as a result of the Debtors' receipt of the REV Bid, the Debtors will conduct an Auction, as set forth in the Bid Procedures, with such modifications as set forth herein.

PLEASE TAKE FURTHER NOTICE that the Debtors have also modified the following dates/deadlines in the Bid Procedures, as set forth in Docket No. 71:

1. The **Auction has been moved** from September 20, 2022 **to September 28, 2022 at 10:00 a.m. EST**, and will be conducted virtually. Any creditor may submit a written request, directed to the undersigned, to attend (but not participate in) the Auction.
2. The **Sale Hearing has been adjourned** from September 23, 2022 and is now scheduled to be heard **on September 30, 2022 at 11:00 a.m. EST** before the Honorable Michael E. Wiles, United States Bankruptcy Judge for the Southern District of New York, Alexander Hamilton U.S. Custom House, One Bowling Green, Courtroom No. 617, New York, New York 10004. In accordance with General Order M-543 (General Order M-543 can be found at www.nysb.uscourts.gov, the official website for the Court), dated March 20, 2020, the Hearing will only be conducted telephonically. Any parties wishing to participate in the hearings must make arrangements through CourtSolutions LLC. Instructions to register for CourtSolutions LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that copies of the Bid Procedures Order (including the Bid Procedures) may be obtained by clicking <https://www.imanageshare.com/pd/3ZfHFJaXUJ6>, by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein, or by contacting the undersigned.

Dated: New York, New York
September 20, 2022

BARCLAY DAMON LLP

By: /s/Janice B. Grubin

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